

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>The Gardens of Grapevine Development, L.P.</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>aka The World Villages of Grapevine</b>	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>26-0611950</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): <b>3930 Glade Rd. Suite 108 Colleyville, TX</b>	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP CODE <b>76034</b>	ZIP CODE
County of Residence or of the Principal Place of Business: <b>Tarrant County</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP CODE	ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above): <b>Intersection of SH 121 and Grapevine Mills Blvd., Grapevine and Flower Mound, Dallas and Tarrant County, TX.</b>	
ZIP CODE	

<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i>  <input type="checkbox"/> Corporation (includes LLC and LLP) <input checked="" type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <b>Tax-Exempt Entity</b> (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Check one box: Chapter 11 Debtors</b>  <input type="checkbox"/> Debtor is a small business debtor as defined by 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).  <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.  Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000  Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion  Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	THIS SPACE IS FOR COURT USE ONLY
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**Voluntary Petition***(This page must be completed and filed in every case.)*Name of Debtor(s): **The Gardens of Grapevine Development, L.P.****All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet.)Location Where Filed:  
**None**

Case Number:

Date Filed:

Location Where Filed:

Case Number:

Date Filed:

**Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor** (If more than one, attach additional sheet.)

Name of Debtor:

Case Number:

Date Filed:

District:

Relationship:

Judge:

**Exhibit A**

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.**Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).

**X**

Date

**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.☒ No.**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.**Information Regarding the Debtor - Venue**

(Check any applicable box.)

☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.☒ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.**Certification by a Debtor Who Resides as a Tenant of Residential Property**

(Check all applicable boxes.)

☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and☐ Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

**Voluntary Petition***(This page must be completed and filed in every case)*Name of Debtor(s): **The Gardens of Grapevine Development, L.P.****Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** \_\_\_\_\_

**X** \_\_\_\_\_

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

**X** \_\_\_\_\_

(Signature of Foreign Representative)

\_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Date

**Signature of Attorney\***

**X** /s/ Frank J. Wright

**Frank J. Wright**

Bar No. **22028800**

**Wright Ginsberg Brusilow P.C.**

**14755 Preston Road**

**Suite 600**

**Dallas, TX 75254**

Phone No. **(972) 788-1600** Fax No. **(972) 239-0138**

6/2/2011

Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**The Gardens of Grapevine Development, L.P.**

**X** By: **The Gardens of Grapevine Development GP, LLC,**

a Texas limited liability company, its sole General Partner

By: /s/ Rafael Palmeiro

**Rafael Palmeiro, Manager**

6/2/2011

Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

**X** \_\_\_\_\_

\_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION**

IN RE: **The Gardens of Grapevine Development, L.P.**

Case No.

Chapter **11**

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	(5) Amount of claim [if secured also state value of security]
Goodwin and Marshall, Inc. 2405 Mustang Drive Grapevine, TX 76051	Goodwin Marshall D. Matthew Goodwin, P.E.  (817) 329-4453 - fax (817) 329-4453	Trade Debt		<b>\$45,000.00</b>
Condon Thornton Harrell Malik LLP 8080 Park Lane Suite 700 Dallas, TX 75231	David Condon  (214) 691-6311 - fax (214) 691-6300	Trade Debt		<b>\$33,006.10</b>
K&L Gates LLP 210 Sixth Avenue Pittsburgh, PA 15222	(412) 355-6501 - fax (412) 355-6500	Trade Debt	<i>Disputed</i>	<b>\$24,104.30</b>
Morris Architects 1001 Fannin Suite 300 Houston, TX 77002	(713) 622-7021 - fax (713) 622-1180	Trade Debt		<b>\$21,841.77</b>
GSBS Architects 7291 Glenview Dr. Fort Worth, TX 76180	(817) 595-2916 - fax (817) 589-1722	Trade Debt	<i>Disputed</i>	<b>\$11,918.75</b>
iTeres Group P.O. Box 77177 Fort Worth, TX 76177	Adam Cox  (214) 797-8066	Trade Debt		<b>\$7,000.00</b>

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION**

IN RE: **The Gardens of Grapevine Development, L.P.**

Case No.

Chapter **11****LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS***Continuation Sheet No. 1*

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim (if secured also state value of security)
Altus Group 930 W. 1st St. Suite 303 Fort Worth, TX 76180	(817) 877-3104 - fax (817) 877-3100	Trade Debt	<i>Disputed</i>	<b>\$7,000.00</b>
Larson, Allen, Weishair and Co., LLP 220 S. 6th St., Suite 300 Minneapolis, MN 55402	(612) 376-4850 - fax (612) 376-4500	Trade Debt		<b>\$5,125.00</b>
Argus Software 3050 Post Oak Blvd. Suite 900 Houston, TX 77056	(713) 621-2787 - fax (713) 621-4343	Trade Debt	<i>Disputed</i>	<b>\$4,745.13</b>
D. Alan Bowlby and Associates, Inc. P.O. Box 1067 Addison, TX 75001	D. Alan Bowlby (972) 380-8943 - fax (972) 380-8806	Trade Debt		<b>\$500.00</b>

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the **Rafael Palmeiro, Manager** of the **General Partner**  
named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: 6/2/2011

Signature: /s/ Rafael Palmeiro  
**Rafael Palmeiro**  
**Manager**

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION

IN RE: The Gardens of Grapevine Development, L.P.

CASE NO

CHAPTER 11

**VERIFICATION OF CREDITOR MATRIX**

The above named Debtor hereby verifies that the attached list of creditors is true and correct to the best of his/her knowledge.

The Gardens of Grapevine Development, L.P.,  
a Texas limited partnership

By: The Gardens of Grapevine Development GP, LLC,  
a Texas limited liability company, its sole General Partner

Date 6/2/2011

Signature

By: /s/ Rafael Palmeiro  
Rafael Palmeiro, Manager

Date \_\_\_\_\_

Signature \_\_\_\_\_

Altus Group  
930 W. 1st St.  
Suite 303  
Fort Worth, TX 76180

Amegy Bank, N.A.  
Attn: Bill Palko, Vice Pres.  
4400 Post Oak Pkwy.  
Houston, TX 77027

Argus Software  
3050 Post Oak Blvd.  
Suite 900  
Houston, TX 77056

Attorney General of Texas  
Taxation Division - Bankruptcy  
P.O. Box 12548  
Capitol Station  
Austin, TX 78711

BB&T/Colonial Bank  
Attn: Peter J. Nugent  
BB&T Acquired Assets Group  
8144 Walnut Hill Lane, #180  
Dallas, TX 75231

BBVA/Compass Bank  
Attn: Bill Rosenberg  
8080 N. Central Expressway  
Suite 320  
Dallas, TX 75206

City of Grapevine  
P.O. Box 95104  
Grapevine, TX 76099

Condon Thornton Harrell Malik LLP  
8080 Park Lane  
Suite 700  
Dallas, TX 75231

D. Alan Bowlby and Associates, Inc.  
P.O. Box 1067  
Addison, TX 75001

Dallas County Tax Office  
Attn: John R. Ames, CTA  
Tax Assessor/Collector  
500 Elm St.  
Dallas, TX 75202

Goodwin and Marshall, Inc.  
2405 Mustang Drive  
Grapevine, TX 76051

Grapevine-Colleyville ISD  
3051 Ira E. Woods Ave.  
Grapevine, TX 76051

Grapevine-Colleyville Tax Office  
3072 Mustang Drive  
Grapevine, TX 76051

GSBS Architects  
7291 Glenview Dr.  
Fort Worth, TX 76180

Internal Revenue Service  
P.O. Box 7346  
Philadelphia, PA 19101

IRS - Special Procedures  
Mail Code DAL-5020  
1100 Commerce St.  
Dallas, TX 75242

iTeres Group  
P.O. Box 77177  
Fort Worth, TX 76177

John Peter Smith Hospital  
1500 S. Main St.  
Fort Worth, TX 76104



K&L Gates LLP  
210 Sixth Avenue  
Pittsburgh, PA 15222

Larson, Allen, Weishair  
and Co., LLP  
220 S. 6th St., Suite 300  
Minneapolis, MN 55402

Liechty and McGinnis, LLP  
Attn: Kristy S. Bowen  
11910 Greenville Ave.  
Suite 400  
Dallas, TX 75243

Loy and Shideh Lowary  
6923 Preston Glen Dr.  
Dallas, TX 75230

Morris Architects  
1001 Fannin  
Suite 300  
Houston, TX 77002

Office of the U.S. Attorney  
1100 Commerce St., 3rd Floor  
Dallas, TX 75242

Pavlik and Associates  
6115 Camp Bowie Blvd.  
Suite 270  
Fort Worth, TX 76116

Rafael Palmeiro  
5216 Reims Court  
Colleyville, TX 76034

Securities and Exchange Comm.  
Corporate Regulation Division  
450 Fifth Street  
Washington, DC 20549

SettlePou  
Attn: David M. O'Dens  
3333 Lee Parkway, 8th Floor  
Dallas, TX 75219

State Comptroller of Public  
Accts. - Revenue Accounting  
Division - Bankruptcy Section  
P.O. Box 13528  
Austin, TX 78711

Strasburger and Price, LLP  
Attn: Elmer Murphey, III  
2801 Network Blvd., Suite 600  
Frisco, TX 75034

Stromberg Stock  
Attn: Aric L. Stock  
5420 LBJ Freeway  
Suite 300  
Dallas, TX 75240

Tarrant County College District  
1500 Houston St.  
Fort Worth, TX 76102

Tarrant County Tax Assessor  
100 E. Weatherford St.  
Ft. Worth, TX 76196

Texas Workforce Commission  
TEC Building - Bankruptcy  
101 East 15th St.  
Austin, TX 78778

Thomas Cinclair and Beuttenmuller, P.C.  
Attn: Richard J. Cinclair, Jr.  
5335 Spring Valley Road  
Dallas, TX 75254

Town of Flower Mound  
2121 Cross Timbers Road  
Flower Mound, TX 75028

United States Trustee  
Room 976  
1100 Commerce St.  
Dallas, TX 75242